

Minutes

VSAC Governance Committee Meeting

**March 25, 2019
8:30 a.m. – 10:00 a.m.**

**Boardroom, VSAC Offices
10 East Allen Street
Winooski, VT**

Committee Members Present: Dave Larsen (Chair), Dodie Mitchell, Pam Chisholm and Martha Heath

Committee Members Absent: N/A

Other Members Present: N/A

VSAC Staff Present: Tom Little, Patrick Leduc, Scott Giles, Marilyn Cargill, Mike Stuart, Jodie Ducharme

Chair Dave Larsen called the meeting to order at 8:35 a.m. With a quorum established, the committee took up the first order of business.

Approval of Minutes

Upon a motion made by Martha Heath and seconded by Dodie Mitchell, the committee voted unanimously to approve the Governance Committee meeting minutes of January 28, 2019, as presented.

Board Membership Update

The Committee discussed the approaching June 30 board member appointment to replace a board member who has decided to retire. The Committee discussed a potential candidate and what the transition might look like for the new member and the committees he or she would serve on.

Upon a motion made by Martha Heath and seconded by Pam Chisholm, the committee voted unanimously to recommend to the Board that it recommend John McSoley to the Governor as a replacement for David Coates when David retires from the Board in June.

New Board Member Orientation

The Committee continued a discussion to formalize an orientation process for new Board members, keeping in mind that the process should remain flexible and the orientation should be tailored to the individual. The Committee discussed having a “check in” with new Board members 6 months after their initial orientation to give them the opportunity to ask questions about topics about which they need further information. The Committee discussed considerations and suggestions to include in the orientation process. Dave Larsen will make revisions, as discussed in the meeting, to the orientation process document and will present the revised document to the Committee for review and approval at the next Committee meeting.

Board Chair Annual Evaluation Planning

Dave Larsen led a conversation summarizing the past processes and goals of the Board Chair Evaluation and asked for Committee feedback on how to approach the evaluation this year. The Committee agreed that given changes in membership from year to year, there is value in an annual evaluation. The Committee agreed that new member feedback is especially valuable. Dave will put together a proposal for how the Committee will move forward on the Board Chair Evaluation to discuss at the next meeting.

Work Plan Review

Tom Little reviewed a draft of proposed language changes to the Governance Committee Charter Review as discussed at the January meeting. This item will be discussed further at the next meeting.

Other Business and Planning for Next Meeting

Dave Larsen summarized items to be included on the next agenda.

Dodie Mitchell asked about the next Board Self-Evaluation. In response, Dave Larsen said he would consult his records for information on when this should occur.

There being no other business, the meeting adjourned at 9:54 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary